

BEFORE
THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA
DOCKET NO. 1999-113-C - ORDER NO. 1999-222
MARCH 26, 1999

IN RE: Application of e.spire and The Other Phone)
Company, Inc. DBA Access One)
Communications, Inc. for Approval of a)
Transfer of Selected Assets.)

ORDER APPROVING
ASSET TRANSFER

This matter comes before the Public Service Commission of South Carolina (the Commission) on the joint Application for Approval of Transfer filed by American Communications Service of Charleston d/b/a e.spire, American Communications Services of Columbia d/b/a e.spire, American Communications Services of Greenville d/b/a e.spire, American Communications Services of Spartanburg d/b/a e.spire, collectively e.spire and The Other Phone Company, Inc. d/b/a Access One Communications, Inc. (Access One). The parties request approval to transfer e.spire's local exchange service customers who are currently served by e.spire on a resale basis to Access One. Both e.spire and Access One hold operating authority, and both companies will continue to operate in the State after the transaction.

Specifically, e.spire intends to transfer to Access One: (1) a customer list and associated service agreements for all e.spire resale customers, including local and long distance resales in South Carolina; and (2) revenues, reports documentation, receivables, and good will associated with this customer base. After the transfer, both companies will continue to provide a full range of local and long distance service: Access One on a resale

basis, and e.spire primarily over its own facilities. The transfer is to accommodate the changing business plans of the two companies. Affected customers will receive notice of the transfer, and will not experience any billing increase as a result of the transfer.

Access One and e.spire state that approving the transfer of the selected assets from e.spire to Access One is in the public interest. Quality of service will remain unchanged. The transfer will apparently allow both to coordinate their respective network operations, billing systems and customer service systems as required to serve the customers of both companies more efficiently and effectively. The two companies will be able to better serve existing and future customers if the transaction is approved, according to the two companies, and enhance their ability to compete.

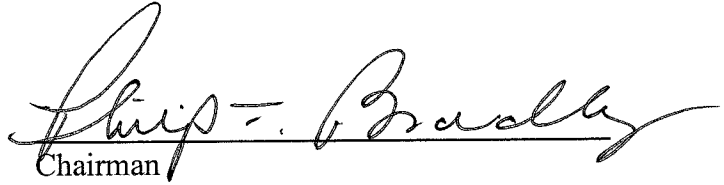
We have examined the record in this case and agree that the transaction proposed is in the public interest, and should be approved. The transfer will allow the two companies to accommodate their changing business plans, while more efficiently serving their customers. Both companies will continue to serve South Carolina customers after the transfer, with no rate increase to those customers. The proposed transaction is therefore approved as filed.

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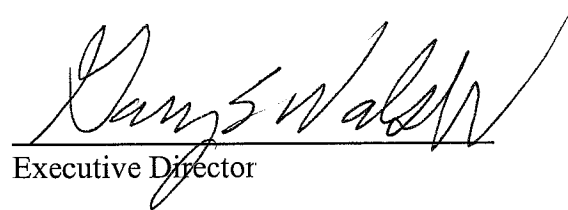
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This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:


Chairman

ATTEST:


Executive Director

(SEAL)